

# SOUTH DAKOTA AG IN THE CLASSROOM

## BYLAWS

### Article 1

#### Name of the Organization

Section 1. Name. This organization, a nonprofit corporation, incorporated under the laws of the state of South Dakota, shall be known as South Dakota Ag in the Classroom, Incorporated (hereinafter referred to as the "Corporation").

Section 2. Address. The address of the Corporation is 106 West Capitol, Suite 4, Post Office Box 577, Pierre, South Dakota, 57501.

Section 3. Limitations. The Corporation shall observe all local, state, and federal laws which apply to a nonprofit organization as defined in Section 501(c) (3) of the Internal Revenue Code.

### Article 2

#### Purpose and Objectives

Section 1. Purpose. The Corporation is organized for the purpose of promoting the study and understanding of agriculture by South Dakota children in the classroom and all activities related thereto, not prohibited by law.

Section 2. Objectives. The objectives of this organization are:

- a. to provide information about agriculture to students and their teachers in South Dakota;
- b. to assist young people in understanding the source of their food and fiber supply and the role of agriculture in the total economy and in society; and,
- c. to incorporate information and ideas about agriculture into the existing school curriculum.

### Article 3

#### Membership and Investment

Section 1. Eligibility. The Corporation shall have no capital stock, but shall be composed of members. Any reputable person, association, corporation, partnership, or estate having an interest in the objectives of this organization shall be eligible to apply for membership.

Section 2. Membership Classification. There shall be three classes of membership:

- a. State and national organizations, associations, corporations and agencies;
- b. Local associations, organizations, corporations and agencies;
- c. Individual

Section 3. Investments. Membership investments shall be at the rate or rates, schedules, or formulas as may be prescribed from time to time by the Board of Directors. Investments are payable annually, due on the anniversary date of membership. "In-kind" services may be recognized by the Executive Committee as membership investment.

Section 4. Termination. Any member may be expelled by the Board of Directors by a two-thirds vote at a regularly scheduled meeting for: nonpayment of membership investment after ninety (90) days from the date due, unless otherwise extended for a good cause; or for conduct unbecoming a member or prejudicial to the aims or repute of the corporation, after notice and opportunity for hearing are afforded the member complained against.

Section 5. Voting. Only an individual member in good standing of the Corporation is entitled to one vote in any election, referendum, or membership meeting. No voting by proxy shall be permitted. One voice equals one vote.

## **Article 4**

### **Meetings**

Section 1. Annual Meeting. The annual meeting of the members of the South Dakota Ag In The Classroom shall be held between October 1<sup>st</sup> and December 21<sup>st</sup> each year at such place and time determined by the Board of Directors and notice thereof mailed to each member at least thirty (30) days before the meeting stating the date, time, and location.

#### Section 2. Additional Meetings

- a) Special meetings of the members may be called by the President at any time, or upon petition in writing of any twenty (20) members in good standing. Such meetings shall be called within thirty (30) days of receipt of petition. Notice of special meetings shall be mailed to each member at least ten (10) days prior to such meetings.
- b) Board meetings shall be held at the discretion of the Board of Directors. Special Board meetings may be called by the President or upon written application of five (5) members of the Board. Notice of the time and purpose of the meeting shall be given to each Director at least one (1) day prior to said meeting.
- c) Committee meetings may be called at any time by the President or committee chair.

#### Section 3. Quorums

- a) At any duly called general meeting of the Corporation, members in attendance shall constitute a quorum.
- b) The quorum of the Board of Directors shall consist of those in attendance at any duly called meeting.
- c) At any duly called committee meetings, those members in attendance shall constitute a quorum.
- d) The members in attendance of any duly called meeting of the nominating, finance, and Executive Committee shall constitute a quorum.

## Article 5

### Officers

Section 1. The Corporation shall be elected officers who shall be the President, Vice-President, and Secretary. The Treasurer shall be appointed.

Section 2. President. The President shall:

- a. Be a recognized representative of one of the corporation membership classes;
- b. Be elected by the Board at the first board meeting following the annual meeting of the General Membership;
- c. Serve for a one-year term, with a maximum of two consecutive terms, or until a successor is duly elected; and
- d. Perform the following duties:
  1. Act as the chief policy officer of the Corporation;
  2. Preside at all meetings of the Corporation, Executive Committee, and Board of Directors;
  3. Chair the Executive Committee and execute such papers as shall require the President's signature;
  4. Serve as an ex-officio member of all committees except the nominating committee;
  5. Have authority to approve administration and program committee expenditures exceeding approved budget allocations;
  6. Determine, with the advice of council of the Executive Director, all committees, select all coordinators and chairs, and assist in the selection of committee and volunteer personnel as needed; and
  7. Perform such other duties usually and customarily incumbent upon such office.

Section 3. Vice-President. The Vice-President shall:

- a. Be a recognized representative of one of the corporation membership classes;
- b. Be elected by the Board at the first board meeting following the annual meeting of the General Membership;
- c. Serve for a one-year term, with the maximum of two consecutive terms, or until a successor is duly elected; and
- d. Perform the following duties:
  1. The Vice-President shall exercise the power and authority to perform such duties as delegated by the President and shall act in the absence, disability, or inability of the President.

Section 4. Secretary. The Secretary shall:

- a. Be a recognized representative of one of the corporation membership classes;
- b. Be elected annually by the Board at annual meetings;
- c. Serve for a term of one year; and
- d. Perform the following duties:
  1. Keep accurate and detailed minutes of all meetings of the Executive Committee, Board of Directors, and Corporation meetings, publish and distribute within established time-frames;
  2. Act as custodian of all records pertaining to the Corporation and Transfer to successor upon completion of term;
  3. Send out appropriate notices as required by the By-Laws or Statutes; and
  4. Perform such other Duties usually and customarily incumbent upon such office.

Section 5. Treasurer. The Treasurer shall:

- a. Be appointed by the President and be an ex-officio member of the Executive Committee;
- b. Serve without voice or vote if not a member of the Corporation, as the Treasurer may or may not be a member of the Corporation; and
- c. Perform the following duties;

1. Have charge, custody, and responsibility of all funds and securities of the Corporation.
2. Receive and record all funds and deposit such monies in the name of the Corporation in such financial depositories and instruments as approved by the Board of Directors;
3. Monitor fiscal activities to assure adherence to established annual budget;
4. Prepare and present financial statements as may be required by the Executive Committee to the Board of Directors, and an annual report to the membership of the Corporation; and,
5. Perform such other duties usually and customarily incumbent upon such office.

## **Article 6**

### Executive Committee

Section 1. The Executive Committee's primary function shall be to carry on the business of the Corporation as is usual and customary for the Officers of the Corporation.

Section 2. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer who will serve as an ex-officio member.

Section 3. The Executive Committee shall act for the Board of Directors between regular meetings of the Board. They shall meet at the annual meeting of the Corporation and at other times as called by the President.

Section 4. The Executive Committee shall hire an Executive Director, whose salary shall be set by the Executive Committee. The administration of the Corporation shall be the responsibility of the Executive Director, subject to the approval of the Board of Directors.

Section 5. All actions of policy and procedures by the Executive Committee shall be reported to the full Board of Directors at the next meeting of the body.

## **Article 7**

### Board of Directors

Section 1. The primary functions of the Board of Directors are:

- a. Serve as liaison between the membership and the Executive Committee;
- b. Determine the repository(ies) of the Corporation funds; and
- c. Select a successor for an officer, other than President, who cannot serve a complete term.
- d. The government and policy making responsibilities of the Corporation shall be vested in the Board of Director, which shall control its property, be responsible for its finances, and direct its affairs.

Section 2. The Board of Directors shall be composed of twelve (12) voting members and such ex-officio members as established through policy adopted by the Board of Director. Nine (9) shall be elected at the annual meeting of the Corporation and three (3) shall be appointed:

- a. Each elected director may serve four (4) consecutive terms of two (2) years each for a total of eight (8) years.
- b. There shall be representation on the board as such:
  - i. Three (3) Governmental representative, and

- ii. Nine (9) Individuals, in an effort to have a broad geographical representation on the board.

Section 3. The selection of Directors shall be conducted in the following manner:

- a. No later than July 1, the President shall officially appoint a nominating committee.
- b. The committee shall nominate at least one candidate for each position open with the exception of the appointed positions. The appointed positions shall be South Dakota Department of Education, South Dakota Department of Agriculture, and Cooperative Extension Service. The consent of the nominees shall be secured by the committee. The committee shall act as election judges to supervise the election and certify the results.
- c. A report of the nominating committee stating the names of the nominated candidates shall be mailed to all voting members of the Corporation with the annual meeting notice.
- d. Any voting members of the Corporation may nominate one or more members-in-good-standing of the Corporation to be elected at the annual meeting. The nominee's name and signed consent form to serve must be presented to the nominating committee prior to the election. The committee shall add the names of such nominees to those nominated by the committee. The legality of such nominations shall be determined by the nominations committee.
- e. The candidate receiving the most votes at the annual meeting for each position shall be declared elected to the Board of Directors. A tie will be broken by a flip of the coin by the President.

Section 4. Any vacancy occurring on the Board of Directors during the interim shall be filled by majority vote of the remaining Directors.

Section 5. All policies of the Board of Directors will be formalized and recorded in a policies and procedures manual for easy reference by the officers, staff and members. The board shall adopt such rules, regulations, and positions as required to conduct the affairs of the Corporation.

## **Article 8**

### **Staff**

Section 1. The Executive Director shall:

- a. Be hired by the Executive Committee; and
- b. Perform the following duties:
  - 1. Serve as the chief administrator and operating officer of the Corporation; and shall be charged with the general administration and management of the office and business affairs of the Corporation, within budgetary limits and in accordance with the policies and practices approved by the Board of Directors;
  - 2. Serve as advisor to the President, Executive Committee, Board of Directors, and committees of the Corporation;
  - 3. Act as the official agent for services or process and shall conduct the correspondence, documents and communications of the Corporation; and
  - 4. Prepare appropriate reports and perform other duties and responsibilities as detailed in the position description.

## Article 9

### Committees

Section 1. Finance Committee. The Finance Committee shall:

- a. Be composed of the Vice-President, Treasurer, and four (4) members appointed by the President; and,
- b. Prepare the budget for the fiscal year and submit it to the Board of Directors for approval.
- c. Present a copy of the approved budget at the annual meeting.

Section 2. Curriculum and Materials Committee. The Curriculum and Materials Committee shall:

- a. Be composed of at least three (3) members appointed by the President at the annual meeting; and,
- b. Work with national, state, and local entities, and individuals responsible for developing, locating and/or reviewing curriculum, and materials for distribution and/or recommended by the Corporation.

Section 3. Such other committees, standing and special, as the Corporation or the Board of Directors shall deem necessary to carry on the work of the Corporation, shall be appointed by the President.

Section 4. Limitation of Authority. The authority of the Board of Directors shall, at all times, exceed that of any committee, and no committee action shall be contrary to the policies of the Board of Directors. No action of a committee shall circumvent any action by the Board of Directors. All committee actions relative to policy shall have the authority to expend funds appropriated to its use without further authority from the Board of Directors. However, any expenditure in question by the Executive Director may be brought before the Executive Committee for consideration.

Section 5. Representation. Each elected Board member may be assigned to one or more committees to act as its chair for one year. All meetings of committees shall be at the call of the chair and shall be issued by telephone or mail. The President shall be an ex-officio member of all committees except the nominating committee. The Executive Director shall be ex-officio member of all committees except the Executive Committee.

## Article 10

### Finances

Section 1. Fiscal Year. The fiscal year of the Corporation shall be October 1 through September 30.

Section 2. Funds. All money paid to the Corporation shall be placed in a general operating fund. Funds unused from the current year's budget may be placed in a reserve account.

Section 3. Disbursements. Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be made by check. Checks shall be dually signed by the Treasurer and the President or Executive Director.

Section 4. Financial Review. The accounts of the Corporation shall be reviewed annually and more frequently if deemed necessary by the Board of Directors. The review shall be conducted by a public accountant at the close of the Corporation's business year and shall be available at all times to members of the Corporation within the offices of the Corporation or by mail request.

**Article 11**

Dissolution

Section 1. Procedure. The Corporation shall use its funds only to accomplish the objectives and purposes specified in the By-Laws and no part of said funds shall inure or be distributed to the members of the Corporation. If the Corporation is dissolved, any funds remaining after payment of debts and liabilities, shall, by resolution of the Board of Directors, be transferred to one or more charitable corporations in the state of South Dakota, exempt from Federal Income Tax under the provisions of sections 501(c) (3) of the Internal Revenue Code.

**Article 12**

Parliamentary Procedures

Section 1. Authority. The proceedings of the Corporation shall be governed by and conducted according to the latest Robert's Rules of Order Revised in all cases in which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order.

**Article 13**

Amendments and Revisions

Section 1. Amendments and Revisions. All proposed amendments and revision of these By-Laws shall be approved by a majority vote of the Board of Directors.

Approved on this  5  day of  November 1997 , at  Pierre,  South Dakota:

\_\_\_\_\_ President

\_\_\_\_\_ Vice-President

\_\_\_\_\_ Secretary

\_\_\_\_\_ Treasurer

Verified by:

\_\_\_\_\_ ...Executive Director